

Exhibit “A”

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
) Case No. 09-B-29024
ARENA FOOTBALL LEAGUE, LLC,)
) Chapter 11
Debtor.)
) Hon. Susan Pierson Sonderby
)

**PROPOSED ORDER APPROVING BIDDING PROCEDURES FOR THE SALE OF
CERTAIN OF DEBTOR'S ASSETS TO THE HIGHEST AND BEST BIDDER,
SCHEDULING AN AUCTION AND HEARING TO CONSIDER THE SALE AND
APPROVE THE FORM AND MANNER OF NOTICE RELATED THERETO, AND
ESTABLISHING PROCEDURES RELATING TO THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN CONTRACTS, INCLUDING
NOTICE OF PROPOSED CURE AMOUNTS**

Upon consideration of the Trustee's Emergency Motion for Entry of an Order (A) Approving Bidding Procedures for the Sale of Certain of Debtor's Assets to the highest and Best Bidder, (B) Scheduling an Auction and hearing to Consider the Sale and Approve the Form and Manner of Notice Related (hereto, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Contracts, Including Notice of Proposed Cure Amounts, and (D) Granting Related Relief (the "Motion to Approve Bidding Procedures")¹. and due and adequate notice of the Motion to Approve Bidding Procedures having been given; and sufficient cause appearing therefore

IT IS HEREBY FOUND AND DETERMINED THAT²

A. The Court has jurisdiction to consider the Motion to Approve Bidding Procedures and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, The Motion to Approve

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion to Approve Bidding Procedures.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

Bidding Procedures is a core proceeding under 28 U.S.C. § 157(b)(2)(A). Venue is proper in the Court under 28 U.S.C. §§ 1408 and 1409.

B. As evidenced by any certificates and affidavits of service filed with the Court (i) notice of the Motion to Approve Bidding Procedures was good and sufficient and appropriate under the particular circumstances and (ii) no other or further notice of the Motion to Approve Bidding Procedures is required.

C. The Bidding Procedures as set forth in the Motion to Approve Bidding Procedures are fair, reasonable and appropriate and are designed to maximize the recovery with respect to the sale proposed in the Motion to Approve Bidding Procedures.

D. Alex D. Moglia, Chapter 11 Trustee for the Debtor (the "Trustee") has demonstrated a compelling and sound business purpose for authorizing (i) the Bidding Procedures and (ii) the timing proposed in the Motion to Approve Bidding Procedures.

E. The relief sought in the Motion to Approve Bidding Procedures is in the best interests of the creditors of the bankruptcy estates and all parties in interest.

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion to Approve Bidding Procedures is hereby GRANTED.
2. The Bidding Procedures are hereby APPROVED in the form attached hereto as Exhibit 1 and incorporated herein by reference, subject to modification according to the schedule set below.
3. The Form APA is hereby APPROVED in the form attached hereto as Exhibit 2.
4. The procedures with respect to the assumption and assignment of executory contracts is hereby APPROVED.

5. The forms of notice attached as exhibits to the Motion are hereby APPROVED subject to modification according to the schedule set below.

6. The Bid Deadline is _____, 2009 at _____ p.m. (prevailing Central time). The Trustee may, in his sole discretion, accept later bids.

7. The Auction is scheduled for _____, 2009 at _____ a.m. (prevailing Central time) and will be held at the offices of counsel for the Lender, Schiff Hardin LLP, 233 South Wacker Drive, Suite 6600, Chicago, Illinois.

8. The Sale Hearing is scheduled for _____, 2009 at _____ a.m. (prevailing Central time).

9. Objections to the Sale, the assumption and assignment of Designated Contracts, Added Contracts and the amount of Cure Costs shall be in writing, filed with the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, 219 S. Dearborn Street, Chicago, Illinois and served as set forth in the Bidding Procedures, in each case to allow actual receipt of the foregoing no later than _____, 2009 at _____ p.m. (prevailing Central time).

10. Notwithstanding Bankruptcy Rule 6004(g), this Order shall take effect immediately upon its entry.

11. This Court shall retain jurisdiction for the purpose of enforcing the terms and conditions of the Auction and this Order.

Dated: _____, 2009

United States Bankruptcy Judge

#345785